

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re: : Chapter 11  
: :  
FIRST MODE HOLDINGS, INC., *et al.*,<sup>1</sup> : Case No. 24-12794 (KBO)  
: :  
Debtors. : (Jointly Administered)  
: :  
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**NOTICE OF SECOND AMENDED<sup>2</sup> AGENDA OF MATTERS  
SCHEDULED FOR HEARING ON FEBRUARY 6, 2025 AT 1:00 P.M. (ET)**

**\*\*AT THE DIRECTION OF THE COURT, THE HEARING START TIME  
HAS BEEN CHANGED FROM 9:30 A.M. (ET) TO 1:00 P.M. (ET)\*\***

**This proceeding will be conducted in-person. All counsel and witnesses are expected to attend unless permitted to appear remotely via Zoom. Please refer to Judge Owens's Chambers Procedures (<https://www.deb.uscourts.gov/content/judge-karen-b-owens>) and the Court's website (<http://www.deb.uscourts.gov/ecourt-appearances>) for information on who may participate remotely, the method of allowed participation (video or audio), Judge Owens's expectations of remote participants, and the advance registration requirements. Registration is required by 4:00 p.m. (Eastern time) the business day before the hearing unless otherwise noticed using the eCourtAppearances tool available on the Court's website.**

**RESOLVED MATTERS**

1. Debtors' Motion for Entry of an Order Extending Time to File Initial Rule 2015.3 Reports [D.I. 115; 1/9/25]

Related Pleadings:

- a) Certificate of No Objection [D.I. 181; 1/24/25]
- b) Order Extending Time to File Initial Rule 2015.3 Reports [D.I. 188; 1/27/25]

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: First Mode Holdings, Inc. (7177), and Synchronous LLC (1829). The Debtors' mailing address is 3417 1st Ave S, Seattle, WA, 98134.

<sup>2</sup> Amended items appear in bold. This agenda has been amended solely to note the change in the hearing start time from 9:30 a.m. (ET) to 1:00 p.m. (ET).

Objection Deadline: January 23, 2025 at 4:00 p.m. (ET)

Objections/Informal Responses: None.

Status: An order has been entered by the Court. No hearing is necessary.

2. Debtors' Application for Entry of an Order Authorizing the Employment and Retention of Latham & Watkins LLP as Bankruptcy Co-Counsel Effective as of the Petition Date [D.I. 131; 1/14/25]

Related Pleadings:

- a) First Supplemental Declaration of Caroline A. Reckler and Disclosure Statement of Latham & Watkins LLP [D.I. 165; 1/17/25]
- b) Certificate of No Objection [D.I. 195; 1/29/25]
- c) Order Authorizing the Employment and Retention of Latham & Watkins LLP as Bankruptcy Co-Counsel Effective as of the Petition Date [D.I. 207; 1/31/25]

Objection Deadline: January 28, 2025 at 4:00 p.m. (ET)

Objections/Informal Responses: None.

Status: An order has been entered by the Court. No hearing is necessary.

3. Application of Debtors for Entry of an Order, Pursuant to Section 327(a) of the Bankruptcy Code, Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Co-Counsel to the Debtors, Effective as of the Petition Date [D.I. 132; 1/14/25]

Related Pleadings:

- a) Certificate of No Objection [D.I. 196; 1/29/25]
- b) Order, Pursuant to Section 327(a) of the Bankruptcy Code, Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Co-Counsel to the Debtors, Effective as of the Petition Date [D.I. 211; 1/31/25]

Objection Deadline: January 28, 2025 at 4:00 p.m. (ET)

Objections/Informal Responses: None.

Status: An order has been entered by the Court. No hearing is necessary.

4. Debtors' Application for Entry of an Order Authorizing and Approving the Employment and Retention of M3 Advisory Partners, LP as Financial Advisor for the Debtors Effective as of the Petition Date [D.I. 133; 1/14/25]

Related Pleadings:

- a) Certification of Counsel [D.I. 201; 1/30/25]
- b) Order Authorizing and Approving the Employment and Retention of M3 Advisory Partners, LP as Financial Advisor for the Debtors Effective as of the Petition Date [D.I. 221; 2/3/25]

Objection Deadline: January 28, 2025 at 4:00 p.m. (ET) [Extended for the Office of the United States Trustee]

Objections/Informal Responses:

- c) Informal Response from the Office of the United States Trustee

Status: An order has been entered by the Court. No hearing is necessary.

5. Debtors' Application for an Order Authorizing Employment and Retention of Omni Agent Solutions, Inc. as Administrative Agent Effective as of the Petition Date [D.I. 134; 1/14/25]

Related Pleadings:

- a) Certificate of No Objection [D.I. 197; 1/29/25]
- b) Order Authorizing Employment and Retention of Omni Agent Solutions, Inc. as Administrative Agent Effective as of the Petition Date [D.I. 218; 2/3/25]

Objection Deadline: January 28, 2025 at 4:00 p.m. (ET)

Objections/Informal Responses: None.

Status: An order has been entered by the Court. No hearing is necessary.

6. Application of Debtors for Entry of an Order (I) Authorizing the Retention and Employment of PJT Partners LP as Investment Banker to the Debtors and Debtors in Possession Effective as of the Petition Date, (II) Waiving Certain Information Requirements Pursuant to Local Rule 2016 2, and (III) Granting Related Relief [D.I. 135; 1/14/25]

Related Pleadings:

- a) Certificate of No Objection [D.I. 200; 1/30/25]

- b) Order (I) Authorizing the Retention and Employment of PJT Partners LP as Investment Banker to the Debtors and Debtors in Possession Effective as of the Petition Date, (II) Waiving Certain Information Requirements Pursuant to Local Rule 2016 2, and (III) Granting Related Relief [D.I. 220; 2/3/25]

Objection Deadline: January 28, 2025 at 4:00 p.m. (ET) [Extended for the Office of the United States Trustee]

Objections/Informal Responses: None.

Status: An order has been entered by the Court. No hearing is necessary.

- 7. Motion of Debtors for Entry of Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and (II) Granting Related Relief [D.I. 136; 1/14/25]

Related Pleadings:

- a) Certification of Counsel [D.I. 198; 1/29/25]
- b) Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and (II) Granting Related Relief [D.I. 213; 1/31/25]

Objection Deadline: January 28, 2025 at 4:00 p.m. (ET)

Objections/Informal Responses:

- c) Informal Response from the Office of the United States Trustee

Status: An order has been entered by the Court. No hearing is necessary.

### **MATTERS GOING FORWARD**

- 8. Motion of Debtors for Entry of (I) An Order (A) Approving Bid Procedures in Connection with the Sale of Substantially All of the Debtors' Assets, (B) Scheduling an Auction and a Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Authorizing the Debtors to Enter Into the Stalking Horse APA and Related Bid Protections, (E) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (F) Granting Related Relief; and (II) An Order (A) Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief [[D.I. 18](#); 12/16/24]

Related Pleadings:

- a) Declaration of Matthew Parr in Support of Motion of Debtors for Entry of (I) An Order (A) Approving Bid Procedures in Connection with the Sale of

Substantially All of the Debtors' Assets, (B) Scheduling an Auction and a Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Authorizing the Debtors to Enter Into the Stalking Horse APA and Related Bid Protections, (E) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (F) Granting Related Relief; and (II) An Order (A) Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief [[D.I. 19](#); 12/16/24]

- b) Notice to Counterparties to Potentially Assumed Executory Contracts and Unexpired Leases Regarding Cure Amounts and Possible Assignment to the Stalking Horse Bidder or Such Other Successful Bidder at Auction [[D.I. 97](#); 1/6/25]
- c) Notice of Filing of Proposed Sale Order [[D.I. 114](#); 1/9/25]
- d) Amended Declaration of Matthew Parr in Support of Motion of Debtors for Entry of (I) An Order (A) Approving Bid Procedures in Connection with the Sale of Substantially All of the Debtors' Assets, (B) Scheduling an Auction and a Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Authorizing the Debtors to Enter Into the Stalking Horse APA and Related Bid Protections, (E) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (F) Granting Related Relief; and (II) An Order (A) Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief [[D.I. 151](#); 1/16/25]
- e) Notice of Filing of Revised Stalking Horse APA [[D.I. 163](#); 1/17/25]
- f) Order (I) Approving Bid Procedures in Connection with the Sale of Substantially All of the Debtors' Assets; (II) Scheduling an Auction and a Sale Hearing; (III) Approving the Form and Manner of Notice Thereof; (IV) Authorizing the Debtors to Enter Into the Stalking Horse APA and Related Bid Protections; (V) Approving Procedures for the Assumption and Assignment of Contracts and Leases; and (VI) Granting Related Relief [[D.I. 166](#); 1/17/25]
- g) Notice of Bid Procedures, Auction, Hearing and Deadlines Relating to the Sale of Substantially All of the Assets of the Debtors [[D.I. 168](#); 1/17/25]
- h) Proof of Publication [[D.I. 189](#); 1/28/25]
- i) Notice of Cancellation of Auction and Designation of Stalking Horse Bid as the Successful Bid [[D.I. 190](#); 1/28/25]

- j) Declaration of Kyle Fitzpatrick in Support an Order (A) Approving the Sale of Substantially all of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [[D.I. 214](#); 1/31/25]
- k) Supplemental Declaration of Matthew Parr in Support of Motion of Debtors for Entry of (I) An Order (A) Approving Bid Procedures in Connection with the Sale of Substantially All of the Debtors' Assets, (B) Scheduling an Auction and a Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Authorizing the Debtors to Enter Into the Stalking Horse APA and Related Bid Protections, (E) Approving Procedures for the Assumption and Assignment of Contracts and Leases, and (F) Granting Related Relief; and (II) An Order (A) Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (B) Authorizing the Assumption and Assignment of Contracts and Leases, and (C) Granting Related Relief [[D.I. 219](#); 2/3/25]

Sale Objection Deadline: January 23, 2025 at 4:00 p.m. (ET)

Sale Objections/Informal Responses:

- l) Informal Response from the Official Committee of Unsecured Creditors

Assumption Objection Deadline: January 27, 2025 at 4:00 p.m. (ET)

Assumption Objections/Informal Responses:

- m) Limited Objection and Reservation of Rights of Prologis Targeted U.S. Logistics Fund, L.P. to Potential Assumption and Assignment of Certain Contracts and Leases [[D.I. 184](#); 1/27/25]
- n) Limited Objection and Reservation of Rights of ABB Inc. to Potential Assumption and Assignment of Certain Contract(s) [[D.I. 209](#); 1/31/25]
- o) Informal Response from Kurita America Inc.

Additional Pleadings:

- p) Supplemental Notice to Counterparties to Potentially Assumed Executory Contracts and Unexpired Leases Regarding Cure Amounts and Possible Assignment to the Stalking Horse Bidder [[D.I. 238](#); 2/4/25]
- q) Certification of Counsel [[D.I. 241](#); 2/4/25]

Status: A revised proposed form of order has been submitted under certification of counsel. A hearing is only necessary to the extent the Court has questions or concerns.

9. Motion of Debtors for Entry of an Order (I) Approving the Disclosure Statement; (II) Establishing the Voting Record Date, Voting Deadline, and Other Dates; (III) Approving Procedures for Soliciting, Receiving, and Tabulating Votes on the Plan and for Filing Objections to the Plan; (IV) Approving the Manner and Forms of Notice and Other Related Documents; and (V) Granting Related Relief [[D.I. 116](#); 1/9/25]

Related Pleadings:

- a) Joint Chapter 11 Plan of First Mode Holdings, Inc. and Its Debtor Affiliate Under Chapter 11 of the Bankruptcy Code [[D.I. 82](#); 12/22/24]
- b) Disclosure Statement for Joint Chapter 11 Plan of First Mode Holdings, Inc. and Its Debtor Affiliate Under Chapter 11 of the Bankruptcy Code [[D.I. 83](#); 12/22/24]
- c) Notice of Hearing to Consider Approval of Disclosure Statement [[D.I. 84](#); 12/22/24]
- d) Notice of Filing of Liquidation Analysis [[D.I. 180](#); 1/23/25]
- e) First Amended Joint Chapter 11 Plan of First Mode Holdings, Inc. and Its Debtor Affiliate Under Chapter 11 of the Bankruptcy Code [[D.I. 233](#); 2/4/25]
- f) Disclosure Statement for First Amended Joint Chapter 11 Plan of First Mode Holdings, Inc. and Its Debtor Affiliate Under Chapter 11 of the Bankruptcy Code [[D.I. 234](#); 2/4/25]
- g) Notice of Filing of Blacklined Versions of (I) First Amended Joint Chapter 11 Plan of First Mode Holdings, Inc. and Its Debtor Affiliate Under Chapter 11 of the Bankruptcy Code and (II) Disclosure Statement for First Amended Joint Chapter 11 Plan of First Mode Holdings, Inc. and Its Debtor Affiliate Under Chapter 11 of the Bankruptcy Code [[D.I. 235](#); 2/4/25]
- h) Notice of Filing of Revised Proposed Order (I) Approving the Disclosure Statement; (II) Establishing the Voting Record Date, Voting Deadline, and Other Dates; (III) Approving Procedures for Soliciting, Receiving, and Tabulating Votes on the Plan and for Filing Objections to the Plan; (IV) Approving the Manner and Forms of Notice and Other Related Documents; and (V) Granting Related Relief [[D.I. 236](#); 2/4/25]

Objection Deadline: January 30, 2025 at 4:00 p.m. (ET) [Extended for the Official Committee of Unsecured Creditors and the Office of the United States Trustee]

Objections/Informal Responses:

- i) Committee's Reservation of Rights Regarding Motion of Debtors for Entry of an Order (I) Approving the Disclosure Statement; (II) Establishing the Voting Record Date, Voting Deadline, and Other Dates; (III) Approving Procedures for Soliciting, Receiving, and Tabulating Votes on the Plan and for Filing Objections to the Plan; (IV) Approving the Manner and Forms of Notice and Other Related Documents; and (V) Granting Related Relief [[D.I. 229](#); 2/3/25]
- j) The United States Trustee's Objection to (A) Disclosure Statement for Joint Chapter 11 Plan of First Mode Holdings, Inc. and Its Debtor Affiliate Under Chapter 11 of the Bankruptcy Code and (B) Motion of Debtors for Entry of an Order (I) Approving the Disclosure Statement; (II) Establishing the Voting Record Date, Voting Deadline, and Other Dates; (III) Approving Procedures for Soliciting, Receiving, and Tabulating Votes on the Plan and for Filing Objections to the Plan; (IV) Approving the Manner and Forms of Notice and Other Related Documents; and (V) Granting Related Relief [[D.I. 232](#); 2/4/25]
- k) Objection of the Official Committee of Unsecured Creditors to the Motion of Debtors for Entry of an Order (I) Approving the Disclosure Statement; (II) Establishing the Voting Record Date, Voting Deadline, and Other Dates; (III) Approving Procedures for Soliciting, Receiving, and Tabulating Votes on the Plan and for Filing Objections to the Plan; (IV) Approving the Manner and Forms of Notice and Other Related Documents; and (V) Granting Related Relief [[D.I. 242](#); 2/5/25]

Status: With respect to the objection filed by the Office of the United States Trustee, listed as Item (j), this matter has been resolved. This matter is going forward with respect to the objection of the Official Committee of Unsecured Creditors listed as Item (k).

*[Signature page follows]*



Dated: February 5, 2025  
Wilmington, Delaware

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Respectfully Submitted,

/s/ Kara Hammond Coyle

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